

F10000005065

(Requestor's Name)

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(Business Entity Name)

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Name Change
Amend

06/28/12--01004--001 **35.00

RECEIVED

12 JUN 28 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12 JUN 28 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
6/28/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LAN AIRLINES S.A., INC.
Name of Corporation

DOCUMENT NUMBER: F10000005065

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARIA ELENA ENRIQUEZ, ESQ.
Name of Contact Person

LAN AIRLINES
Firm/Company

6500 NW 22 STREET
Address

MIAMI, FLORIDA 33122
City/State and Zip Code

ameza@lan.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ANITA MEZA at (786) 265-6091
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|---|
| ☒ \$35.00 Filing Fee | ☐ \$43.75 Filing Fee & Certificate of Status | ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|---|---|--|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F10000005065

(Document number of corporation (if known))

1. LAN AIRLINES S.A., INC.
(Name of corporation as it appears on the records of the Department of State)

2. CHILE
(Incorporated under laws of)

3. 11/18/2010
(Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? JUNE 22, 2012

5. LATAM Airlines Group S.A., Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

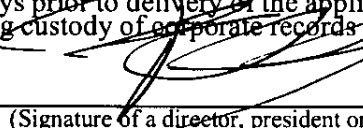
6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

PABLO CHIOZZA
(Typed or printed name of person signing)

VICEPRESIDENT
(Title of person signing)

CBRS

Custodian of Real Estate of Santiago

C: 6077421

FMCOM11 000326

There is a stamp

EDUARDO DIEZ MOELLO

Notary

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SANTIAGO

REGISTRY OF COMMERCE

THE PRESENT SHEET CORRESPONDS TO THE CERTIFICATION OF THE
EXTRACT OF MODIFICATION BY MERGER OF CORPORATION
LATAM AIRLINES GROUP S.A.

THE EXTRACT WAS ANNOTATED IN REPERTORY No. 2727
AND WAS REGISTERED TODAY AT THE COMMERCE REGISTRY SHEETS
4238 NUMBER 2921 OF THE YEAR 2012 AND WAS ANNOTATED AT
THE MARGIN OF SHEETS 20341 NUMBER 11248 OF YEAR 1983

FEES: \$265.300.-

SANTIAGO, JANUARY 16, 2012

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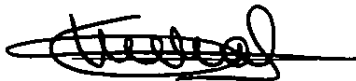
KAMEL SAQUEL ZAROR
CUSTODIAN
OF
REAL ESTATE 1
KSZ
SANTIAGO DE CHILE

Morande 440
Santiago

Phone 3900 800
fax 380 9444

www.conservador.cl
info@conservador.cl

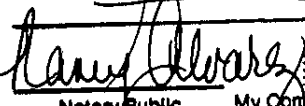
I hereby certify that I have translated this document from Spanish into English, to the best of my ability.



Anita A. Meza

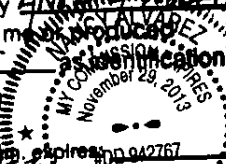
STATE OF FLORIDA
COUNTY OF DADE

Sworn to and Subscribed before me this 27th
day of JUNE 2002 by ANGELICA VILLALBA
who is personally known to me and produced



Notary Public

My Comm. expires 11/29/2013





C: 6077421

FMCOM11

000326



REGISTRO DE COMERCIO

LA PRESENTE HOJA CORRESPONDE A LA CERTIFICACION
DE EXTRACTO DE MODIFICACION POR FUSION
DE SOCIEDAD LATAM AIRLINES GROUP S.A.

EL EXTRACTO SE ANOTO EN EL REPERTORIO Nº 2727
Y SE INSCRIBIO HOY EN EL REGISTRO DE COMERCIO A
FOJAS 4238 NUMERO 2921 DEL AÑO 2012
Y SE ANOTÓ AL MARGEN DE:
FOJAS 20341 NUMERO 11248 DEL AÑO 1983

DERECHOS: \$265.300.-

SANTIAGO, 16 DE ENERO DEL AÑO 2012



OT 1.033.540
00032

Eduardo Diez Morello
Lawyer – Public Notary
34^a Notary - Santiago de Chile

NOTARIZATION NO. 262
REPERTORY NO. 1876
DATE: 01-20-2012
There is a stamp
EDUARDO DIEZ MORELLO
Notary
Illegible
SANTIAGO

EXTRACT

EDUARDO JAVIER DIEZ MORELLO, Public Notary In Charge of 34^a Notary Santiago, located at Morande 243, Santiago, certify: by public deed of today, before me, the minutes of the Extraordinary Board of Shareholders of LAN AIRLINES S.A. were registered (registration Fs. 20.341 No. 11.248 Registry of Commerce Santiago) *illegible* that approved, subject to the terms and conditions referred to in letter (E) following: (A) Merger by Incorporation: the merger of Lan Airlines S.A., hereinafter also the "absorbing corporation" or the "Company" with the corporations Sister Holdco S.A. and Holdco II S.A., hereinafter also the "absorbed corporations" by incorporation of the last two to the first, dissolution of the absorbed corporations, hereinafter also the "Merger"; (B) Corporate Capital: the modification of the capital of the absorbing corporation as a consequence of the following agreements: (B.One) the capitalization was recognized in accordance to Article 26 of the Law of Corporations , for the higher value of US\$ 32.376.950,85 produced with the placement of 21.323.771 shares issued to be charged to the capital increase approved by the Extraordinary Shareholders' Meeting of April 5, 2007, this way the corporate capital became US\$ 486.252.222,85, divided in 341.000.000 shares of the same and only series, without nominal value of which US\$ 475.154.622,87, represented by 340.232.861 shares totally subscribed and paid; and the balance of US\$ 11.097.599,98, represented by 767.139 shares, to be subscribed and paid within the term ending April 5, 2012; (B.Two) The account "Costs of issue and placement of shares", was deducted from the paid capital for US\$ 2.672.183,28, in such a way that the corporate capital became US\$ 483.580.039,57, divided in 341,000,000 shares of one and only series, without nominal value of which US\$ 472.482.439,59, represented by 340.232.861 shares totally subscribed and paid; and the balance of US\$ 11.097.599,98 represented by 767.139 shares, to be subscribed ad paid within the term that ends April 5, 2012; and (B.Three) finally the corporate capital was increased by US\$ 1.465.372.970,09, through the issue of 147,555.882 shares, of one and only series, without nominal value, as follows" (B.Three.a) a part of the increase for US\$ 1.417.639.617,60, represented by 142.555.882 shares, to be exchanged for shares of the absorbed corporations by effect of the Merger, at a rate of 0,9 shares of the absorbing corporation for each share that is totally subscribed and paid of each of the 'absorbed corporations, and that belong to different shareholders of the absorbing corporation. Once exchanged in conformity to this, these share will be understood to be totally subscribed and paid through the contribution of the

totality of the assets, liabilities and net worth of the absorbed corporations, incorporated to the absorbing corporation by effect of the Merger. The shares owned by the absorbing corporation in the absorbed corporations at the moment of completion of the Merger, will no longer have effect. The maximum term to subscribe and pay the referred to 142.555.882 shares, to realize the exchange of the same, ends June 28, 2012. This term considers a time so that the Merger can take place, since the same is subject to the terms and conditions referred to in letter (E) following. If of such 142.555.882 shares remains a balance of non utilized shares by reason of the exchange of the Merger, such balance will be utilized to create and implement compensation plans for the workers of the Company and its subsidiaries, in accordance to what is established in Article 24 of the Law of Corporations. As from the date in which it is no longer possible their utilization for reason of the exchange of the Merger, such non used share balance will be governed by the same statute of the 4.800.000 shares referred to in numeral (B.Three.b) following, in what respects to their issue, subscription and payment and other pertinent aspects; in which case the maximum term for its subscription and payment will end December 21 of 2016; and (B-Three.b) The remaining part of the increase, of US\$ 47,733,352,49, represented by 4.800.000 shares, is to be destined to create and implement compensation plans for the workers of the Company and its subsidiaries, as per the dispositions in Article 24 of the Law of Corporations. The maximum term to subscribe and pay these shares ends December 21, 2016 as a consequence of all of the above, the corporate capital is now as follows: US\$ 1.948.953.009,66 divided in 488.355.882 shares, of one and only series, without nominal value of which : (a) US\$ 472.482.439,59, corresponding to 340.232.861 shares, totally subscribed and paid; (b) US\$ 11.097.599,98, corresponding to 767.139 shares, to be subscribed and paid within the term that ends April 5, 2012, and (c) US\$ 1.465.372.970,09, corresponding to 147.355.882 shares of which: of which: (c.One) US\$ 1.417.639.617,60, corresponding to 142.555.882 shares to be exchanged for reason of the Merger, and to be subscribed and paid within the maximum term that ends June 28, 2012, in agreement to what is indicated. If of such 142.555.882 shares there is a balance of non used shares for reason of the Merger, as from the date when it is no longer possible to use them for purposes of the exchange of the Merger, such balance of unused shares will be governed by the same statute of the referred to 4.800.000 shares

Eduardo Diez Morello
Lawyer – Public Notary

34^a Notary - Santiago de Chile

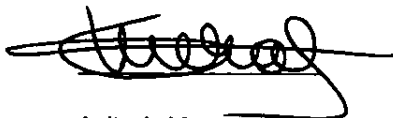
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EDUARDO DIEZ MORELLO
Notary
Morande 243
Santiago

referred to in numeral (c.Two) following-, in which case the maximum term for the subscription and payment will end December 21, 2016; and (c.Two) US\$ 47.733.352,49 corresponding to 4.800.000 shares destined to create and implement compensation plans for the workers in agreement to what is indicated, to be subscribed and paid within the maximum term that ends December 21, 2016. It is noted that the amount and capital increase referred to in this letter (c) correspond to the increase of capital indicated in numeral (b.Three) above; (C) Name: the Company name is replaced for that of "LATAM Airlines Group S.A."; (D) Approval of the corporate statutes: it was approved to create a new text of the statutes of the absorbing corporation that contains the modifications approved in agreement to the letters (A) to (C) preceding; and (E) Terms and Conditions: special note is made that the agreements and modifications referred to in letter (A) to (D) preceding, as well as the other agreements related mentioned in the registered deed are subject to the terms and conditions referred to in the registered deed, which are not matter of the registration. Santiago, January 11, 2012.- E. J. Diez M., Notary Public.-

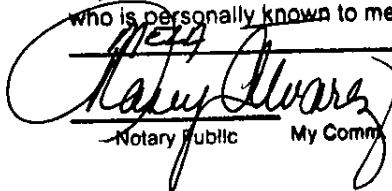
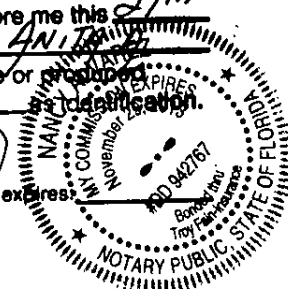
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EDUARDO DIEZ MORELLO
Notary
Morande 243
Santiago

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I hereby certify that I have translated this document from Spanish into English, to the best of my ability.



Anita A. Meza

STATE OF FLORIDA
COUNTY OF DADE
Sworn to and Subscribed before me this 27th
day of JUNE 2012 by ANITA MEZA
who is personally known to me or produced
Meza

Notary Public My Comm. expires: NOVEMBER 2018


Eduardo Diez Morello

Abogado - Notario Público
34ª Notaría - Santiago de Chile

EXTRACTO

OT 1.033.540 00032/
PROTOCOLIZADO Nº 262
REPERTORIO Nº 1976
FECHA 20.01.2012

EDUARDO JAVIER DIEZ MORELLO, Notario Público Titular de la Notaría Santiago, domiciliado Morandé 243, Santiago, certifico: por escritura pública de hoy, ante mí, Notario, acta Junta Extraordinaria Accionistas de LAN AIRLINES S.A. (inscrita Fs. 20.341 N°11.248 Reg. Comercio Stgo. 1980), que aprobó, sujeto a los términos y condiciones referidos en la letra (E) siguiente: (A) Fusión por Incorporación: la fusión de Lan Airlines S.A., en adelante también la "sociedad absorbente" o la "Compañía", con las sociedades Sister Holdco S.A. y Holdco II S.A., en adelante también las "sociedades absorbidas", por incorporación de estas dos últimas a la primera, disolviéndose las sociedades absorbidas, en adelante también la "Fusión"; (B) Capital Social: la modificación del capital de la sociedad absorbente a consecuencia de los siguientes acuerdos: (B.Uno) se reconoció la capitalización, conforme al artículo 26 de la Ley sobre Sociedades Anónimas, del mayor valor por USD 32.376.950,85 producido con la colocación de 21.323.771 acciones emitidas con cargo al aumento de capital aprobado en la Junta Extraordinaria de Accionistas de 5 de abril de 2007, de modo que el capital social quedó en USD 486.252.222,85, dividido en 341.000.000 acciones, de una misma y única serie, sin valor nominal, del cual USD 475.154.622,87, representados por 340.232.861 acciones, íntegramente suscritos y pagados; y, el saldo, por USD 11.097.599,98, representado por 767.139 acciones, a suscribirse y pagarse dentro del plazo que vence el 5 de abril de 2012; (B.Dos) se dedujo del capital pagado la cuenta "Costos de emisión y colocación de acciones", por USD 2.672.183,28, de modo que el capital social quedó en USD 483.580.039,57, dividido en 341.000.000 acciones, de una misma y única serie, sin valor nominal, del cual USD 472.482.439,59, representados por 340.232.861 acciones, íntegramente suscritos y pagados; y, el saldo, por USD 11.097.599,98 representado por 767.139 acciones, a suscribirse y pagarse dentro del plazo que vence el 5 de abril de 2012; y (B.Tres) por último, se aumentó el capital social en USD 1.465.372.970,09, mediante la emisión de 147.355.882 acciones, de una misma y única serie, sin valor nominal, como sigue: (B.Tres.a) una parte del aumento, por USD 1.417.639.617,60, representados por 142.555.882 acciones, a ser canjeadas por acciones de las sociedades absorbidas por efecto de la Fusión, a razón de 0,9 acciones de la sociedad absorbente por cada acción que se encuentre íntegramente suscrita y pagada de cada una de las sociedades absorbidas, y que pertenezca a accionistas distintos de la sociedad absorbente. Una vez canjeadas conforme a lo indicado, estas acciones se entenderán íntegramente suscritas y pagadas mediante el aporte de la

totalidad del activo, pasivo y patrimonio de las sociedades absorbidas, incorporados a la sociedad absorbente por efecto de la Fusión. Las acciones de que la sociedad absorbente sea titular en las sociedades absorbidas, al momento de perfeccionarse la Fusión, quedarán sin efecto. El plazo máximo para suscribir y pagar las referidas 142.555.882 acciones, esto es, para que se produzca el canje de las mismas, vence el 28 de junio de 2012. Este plazo considera un tiempo para que la Fusión se materialice, toda vez que la misma se encuentra sujeta a los términos y condiciones referidos en la letra (E) siguiente. Si de dichas 142.555.882 acciones quedare un saldo de acciones no utilizado con motivo del canje de la Fusión, dicho saldo será utilizado para crear e implementar planes de compensación para los trabajadores de la Compañía y de sus filiales, conforme a lo establecido en el Artículo 24 de la Ley sobre Sociedades Anónimas. A contar de la fecha en que ya no sea factible su utilización con motivo del canje de la Fusión, dicho saldo de acciones no utilizado quedará regido por el mismo estatuto de las 4.800.000 acciones a que se refiere el numeral (B.Tres.b) siguiente, en cuanto a su emisión, suscripción y pago y demás aspectos que sean pertinentes; en cuyo caso el plazo máximo para su suscripción y pago vencerá, entonces, el 21 de diciembre de 2016; y (B.Tres.b) La parte restante del aumento, por USD 47.733.352,49, representados por 4.800.000 acciones, a ser destinadas a crear e implementar planes de compensación para los trabajadores de la Compañía y de sus filiales, conforme a lo dispuesto en Artículo 24 de la Ley sobre Sociedades Anónimas. El plazo máximo para suscribir y pagar estas acciones vence el 21 de diciembre de 2016.- A consecuencia de todo lo anterior, el capital social quedó como sigue: USD 1.948.953.009,66, dividido en 488.355.882 acciones, de una misma y única serie, sin valor nominal, del cual: (a) USD 472.482.439,59, correspondientes a 340.232.861 acciones, íntegramente suscritos y pagados; (b) USD 11.097.599,98, correspondientes a 767.139 acciones, a suscribirse y pagarse dentro del plazo máximo que vence el 5 de abril de 2012, con cargo al aumento de capital aprobado en la Junta Extraordinaria de Accionistas de 5 de abril de 2007; y (c) USD 1.465.372.970,09, correspondientes a 147.355.882 acciones, de los cuales: (c.Uno) USD 1.417.639.617,60, correspondientes a 142.555.882 acciones, a ser canjeadas con motivo de la Fusión, y a suscribirse y pagarse dentro del plazo máximo que vence el 28 de junio de 2012, conforme a lo indicado. Si de dichas 142.555.882 acciones quedare un saldo de acciones no utilizado con motivo del canje de la Fusión, a contar de la fecha en que ya no sea factible su utilización con motivo del canje de la Fusión, dicho saldo de acciones no utilizado quedará regido por el mismo estatuto de las referidas 4.800.000

Eduardo Diez Morello
Abogado - Notario Público
34ª Notaria - Santiago de Chile

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acciones a que se refiere el numeral (c.Dos) siguiente, en cuyo caso el plazo máximo para su suscripción y pago vencerá, entonces, el 21 de diciembre de 2016; y (c.Dos) USD 47.733.352,49 correspondientes a 4.800.000 acciones, a ser destinadas a crear e implementar planes de compensación para trabajadores conforme a lo indicado, a suscribirse y pagarse dentro del plazo máximo que vence el 21 de diciembre de 2016. Se deja constancia que el monto y acciones a que se refiere esta letra (c) corresponden al aumento de capital indicado en el numeral (b.Tres) precedente; (C) Nombre: se reemplaza el nombre de la Compañía por el de "LATAM Airlines Group S.A."; (D) Aprobación estatutos sociales: se aprobó fijar un nuevo texto de los estatutos de la sociedad absorbente, que contiene las reformas aprobados conforme a las letras (A) a (C) precedentes; y (E) Términos y Condiciones: se deja especial constancia que los acuerdos y reformas a que se refieren las letras (A) a (D) precedentes, así como los demás acuerdos relacionados de que da cuenta la escritura extractada, quedaron sujetos a los términos y condiciones de que da cuenta la escritura extractada, los cuales no son materia de extracto. Santiago, 11 de enero de 2012.- E. J. Diez M., Not. Público.-



14

NOTARIAL CERTIFICATE FOR AN ATTESTED COPY

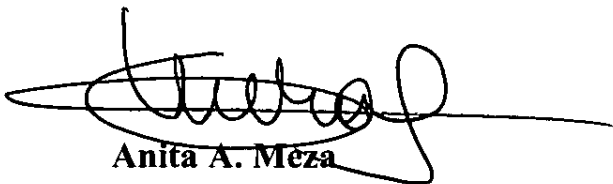
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

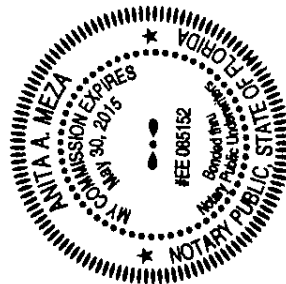
On this 27th day of June 2012, I attest that the preceding or attached document is a true, exact, complete, and unaltered photocopy made by me of:

- LAN Airlines S.A. Shareholders Meeting amending its name from LAN Airlines S.A. to LATAM Airlines Group S.A. effective June 22, 2012.

presented to me by the documents' custodian, Maria Elena Enriquez, Esq. and, to the best of my knowledge, that the photocopied documents are neither a record nor a public record, certified copies of which are available from an official source other than a notary public.


Anita A. Meza

Notary Public, State of Florida



Eduardo Diez Morello
Abogado Notario Público
34ª Notaría Santiago de Chile

000323

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AUTORIZADA**

④ REPERTORIO N° 1.976.-/2012
AM/am
Protoco.extracto



PROTOCOLIZACIÓN DE EXTRACTO

"LAN AIRLINES S.A."

EN SANTIAGO DE CHILE, a veinte días del mes de enero del año dos mil doce, ante mí, MANUEL RAMÍREZ ESCOBAR, Abogado, Notario Público Suplente de don EDUARDO JAVIER DIEZ MORELLO, Notario Público Titular de la Trigésima Cuarta Notaría de Santiago, con Oficio en calle Morandé número doscientos cuarenta y tres, a solicitud de doña ANITA MARÍA VILLEGAS BERNAL, chilena, casada, empleada, cédula nacional de identidad número diez millones seiscientos noventa y siete mil quinientos dieciséis guión siete, domiciliada para estos efectos en calle Morandé número doscientos cuarenta y tres, Santiago, procedo a protocolizar extracto de: "LAN AIRLINES S.A.", inscrita a fojas cuatro mil doscientos treinta y ocho, número dos mil novecientos veintiuno, con fecha dieciséis de enero del año dos mil doce, en el Registro de Comercio del Conservador de Bienes

